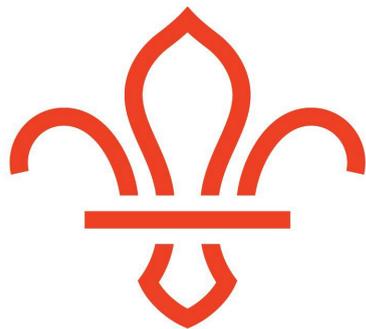


ScoutsCymru
CONSTITUTION
October 2023



Scouts
Cymru

ScoutsCymru Constitution - Version History

| The Constitution | | | | | |
|--------------------------|----------------|----------------|---|----------------|----------------------------|
| Title | Version | Date | Changes | | Author |
| ScoutsCymru Constitution | 6 | 21.10.2023 | Ex officio Membership – <ul style="list-style-type: none"> • Add “Youth Commissioner(s) (if appointed) • Amend “The Area Commissioner and one Deputy Commissioner (if appointed) for each Area in Wales” to “The Area Commissioner, Area Youth Commissioner (if appointed) and one Deputy Area Commissioner (if appointed) for each Area in Wales” | | Chris Lee & Tracy Lowe |
| ScoutsCymru Constitution | 5 | 08.10.2022 | <ul style="list-style-type: none"> • Amend all references of “18-25” to “18-24” <ul style="list-style-type: none"> ○ 5.4(ii) ○ 6.2(ii) ○ 6.7.3 • Amended “Deputy Chair” to “Vice Chair” <ul style="list-style-type: none"> ○ 6.3(i) • Amended “Vice Chair” to “Vice Chair(s)” <ul style="list-style-type: none"> ○ 5.4(i) ○ 6.3(i) • Amend all references of “Schedule 6 (a) – (d)” to Schedule 6’s <ul style="list-style-type: none"> ○ 6.1(vii) ○ 6.6.7 | | Chris Lee & Tracy Lowe |
| ScoutsCymru Constitution | 4 | 20.11.2021 | <ul style="list-style-type: none"> • Restructure of the ScoutsCymru Board of Trustees • Reduction in the number of Elected Members of the Board of Trustees. • Reduction in the number of Appointed Members of the Board of Trustees. • Removal of some Ex-Officio Members including Deputy Chief Commissioner, Chair of Yr Hafod, Chair of Cornel and TSA Wales Representative and the ScoutsCymru Secretary. • Addition of Youth Commissioner for Wales as an Ex-Officio Member of the Board of Trustees | | Chris Lee & Rich Flowerdew |
| The Schedules | | | | | |
| No. | Title | Version | Date | Changes | Author |

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|----|--|---|------------|--|--|
| 1 | Volunteer Operational Structure | 7 | 11.12.2021 | Updated | |
| 2 | Volunteer Governance Structure | 5 | 11.12.2021 | Updated | |
| 3 | Definition of Cymrawd Member | 4 | 11.12.2021 | Name Change | |
| 4 | Terms of Office | 4 | 07.04.2022 | Reviewed in line with constitution changes | |
| 5 | The Procedure for Nominations, Elections, Postal Ballots and Results | 4 | 11.12.2021 | Name Change | |
| 6 | Terms of Reference for Committees | - | - | - | |
| 6a | Finance and Resources | 6 | 19.02.2022 | Reviewed & updated | |
| 6b | Yr Hafod | 5 | 19.02.2022 | Reviewed & updated | |
| 6c | Cornel | 5 | 19.02.2022 | Reviewed & updated | |
| 6d | Appointments Advisory Committee | 5 | 02.03.2022 | Reviewed & updated | |
| 6e | The Appointments Process | 6 | 02.03.2022 | Reviewed & updated | |
| 6f | Strategy and Delivery Committee | 1 | | In the process of being reviewed | |
| 6g | SWAT (ScoutsCymru Water Activities Team) | 2 | 10.10.2020 | No Changes | |
| 6h | Nominations & Governance Committee | 1 | 10.10.2020 | No Changes | |
| 6i | Risk Committee | 1 | 10.10.2020 | No Changes | |
| 7 | Collegiate Regions in Wales | 4 | 11.12.2021 | Updated | |
| 8 | Statement of Internal Financial Control | 5 | 19.02.2022 | Reviewed & updated | |
| 9 | Management of Assets | 4 | 19.02.2022 | Reviewed & updated | |

INDEX

The Constitution

1. Establishment of ScoutsCymru as Scouting Country Headquarters for Wales
2. The Purpose of ScoutsCymru
3. Structure of Scouting in Wales
4. Governance
5. The Council of ScoutsCymru
6. The Board of Trustees of ScoutsCymru
7. Management of Assets
8. Trustee Liability
9. Amendments to the Constitution
10. Schedules to The Constitution

The Schedules

1. ScoutsCymru Volunteer Operational Structure
2. Volunteer Governance and Committee Structure
3. Definition of Cymrawd Member
4. Terms of Office
5. The Procedure for Nominations, Elections, Postal Ballots and Results
6. Terms of Reference for Committees and The Appointment Process for ScoutsCymru
 - a. Finance and Resources
 - b. Yr Hafod
 - c. Cornel
 - d. Appointments Advisory Committee
 - e. The Appointments Process
 - f. Business & Projects
 - g. SWAT (ScoutsCymru Water Activities Team)
 - h. Nominations & Governance Committee
 - i. Risk Committee
7. Collegiate Regions in Wales
8. Statement of Internal Financial Control
9. Management of Assets

ScoutsCymru

Constitution

This constitution was adopted by ScoutsCymru (formerly ScoutsWales and prior to that “The Welsh Scout Council”) at the Annual General Meeting held on 20.11.2021 and is intended to supersede and replace the “Constitution of ScoutsCymru” dated 05.11.2016.

IT BEING AGREED THAT:

- A. In accordance with the Policy, Organisation and Rules of The Scout Association “POR” (as amended from time to time), ScoutsCymru adopts the Fundamentals and all Key Policies within [Chapter 2](#). In addition, ScoutsCymru has adopted a Welsh Language Scheme.
- POR can be found on The Scout Association’s web site and the Welsh Language Scheme can be found on the ScoutsCymru’ web site or can be obtained from the ScoutsCymru’ office.
- B. Any anomaly or question of interpretation arising with regard to the rules herein and the Schedules shall be interpreted in accordance with the POR.
- C. Any addition, alteration or amendment to the main body of this Constitution shall only be effective if approved by both the Board of ScoutsCymru and the Board of The Scout Association (UK) whereas any addition, alteration or amendment to the Schedules shall only be effective when approved by the Board of Trustees of ScoutsCymru.

1. Establishment of ScoutsCymru as Scouting Country Headquarters for Wales

- 1.1. ScoutsCymru (formerly known as ScoutsWales) was established in 1925 by The Scout Association in pursuance of its Royal Charter 1912 (as amended).
- 1.2. ScoutsCymru is an autonomous, not-for-profit organisation registered as an educational charity (Charity Number 522572).
- 1.3. ScoutsCymru shall be bound in all respects by Statute Law as it applies in Wales, by POR and by the rulings and decisions of The Scout Association.

2. The Purpose of ScoutsCymru

The Purpose of ScoutsCymru is:

- To actively engage and support young people in their personal development, empowering them to make a positive contribution to society;
- To provide support to the volunteer management structure in Wales;
- To provide a distinctive Welsh identity for Scouting in Wales;
- To provide a Welsh forum for consultation within the Movement;
- To authorise and administer a programme of events and badges particular to Wales;
- To generate sufficient funds, including the charging of an annual membership fee, to support the business of ScoutsCymru.

3. Structure of Scouting in Wales

- 3.1. Scouting in Wales is organised in Scout Groups, Scout Districts, Scout Areas and Country Headquarters. These 'units', each of which are formed and operate as separate charities, also establish a local support network which provides:
- Support for the delivery of the Scouting youth programme;
 - Support and training for adult roles;
 - Support for the training of Young Leaders;
 - Channels for communication;
 - Opportunities for youth members and adults to make decisions and take responsibility.

3.2 Operational Scouting

Operational Scouting is led by the Chief Commissioner for Wales (wherever used, this term shall include the plural where more than one Chief Commissioner has been appointed). The Chief Commissioner is assisted and supported by a team of volunteers with defined responsibilities. (See Schedule 1 – ScoutsCymru Volunteer Operational Structure).

4. Governance

- 4.1 ScoutsCymru is governed by the ScoutsCymru Board of Trustees which relies on many different people to be able to govern well – volunteers, advisors, staff and others with an interest or stake in ScoutsCymru(stakeholders).
- 4.2. A trustee board provides good governance and leadership to ScoutsCymru by:
- Understanding their role;
 - Ensuring delivery of organisational purpose;
 - Working effectively both as individuals and as a team;
 - Exercising effective control;
 - Behaving with integrity;
 - Being open and accountable.

For Governance Structures – See Schedule 2 – Volunteer Governance and Committee Structure.

5. The Council of ScoutsCymru

- 5.1. The Council of ScoutsCymru (The Council) is the formal, electoral and representative body led by the Chief Commissioner for Wales who is the ex officio Chair of The Council.
- 5.2. The management functions of The Council are delegated to a Board of Trustees (The Board).
- 5.3. The Chief Commissioner, the Chair of the Board of Trustees and the Board of Trustees are accountable to The Council for the satisfactory management of ScoutsCymru.
- 5.4. Membership of The Council is open to:
- (i) Ex officio Members
- The Chief Scout of the United Kingdom;
 - The UK Chief Commissioner;
 - The Chair of the UK Board of Trustees;
 - The President of ScoutsCymru;
 - Vice Presidents of ScoutsCymru;
 - The Chief Commissioner for Wales;
 - The Chair of the Board of Trustees;

- Treasurer of the Board of Trustees;
- The Secretary of the Board of Trustees (unless the Secretary is employed by ScoutsCymru);
- Deputy Chief Commissioner(s) (if appointed);
- Youth Commissioner(s) if appointed
- Vice-Chair(s) of the Board of Trustees (if appointed);
- Assistant Chief Commissioner(s) (if appointed);
- ScoutsCymru Advisers;
- Regional Commissioners (if appointed);
- The Area Commissioner, Area Youth Commissioner (if appointed) and one Deputy Area Commissioner (if appointed) for each Area in Wales;
- The President, Chair, Secretary and Treasurer of each Area Scout Council in Wales;
- All members of the Board of Trustees of ScoutsCymru;
- Any member of the Scout Movement in Wales who is a member of the Council of The Scout Association.

(ii) Appointed Members

- One Scouter appointed annually by each Area Scout Council in Wales;
- One Trustee, other than an Area office bearer, from either an Area, District or Group Executive, appointed annually by each Area Scout Council in Wales;
- One representative between the ages of 18 and 24 years appointed annually by each Area Scout Council in Wales.

(iii) Invited Members (Non- voting)

- All employees of ScoutsCymru;
- Such persons as the Board of Trustees or the Chief Commissioner for Wales shall from time to time decide. These may include representatives of any organisations with whom ScoutsCymru works e.g. GirlGuiding Cymru, DofE Wales, religious bodies, Local Authorities;
- Cymrawd members (See Schedule 3 Definition of Cymrawd Member).

5.5 Appointments, Nominations and Approvals (See Schedule 4 – Terms of Office)

(i) The President

The President is nominated by the Chief Commissioner and approved by The Council and will serve for an agreed period. It is an honorary appointment without portfolio, but from time to time the President may be requested to carry out particular tasks by the Chief Commissioner and the Chair of The Board.

(ii) Vice Presidents

Vice Presidents are nominated by the Chief Commissioner and approved by The Council and will serve for a period as stated in Schedule 4. This is an honorary appointment without portfolio.

(iii) The Chief Commissioner for Wales

- The Chief Commissioner role can be undertaken on a sole or joint basis. Where undertaken on a joint-basis, the particulars of the role-sharing shall be agreed between the said Chief Commissioners;
- The Chief Commissioner is appointed by the UK Chief Commissioner following the HQ appointment process;
- The Chief Commissioner will act as Chair of the Council of ScoutsCymru and be responsible for the appointment of the Chair of The Board and, in consultation with the Chair, is also responsible for the appointment of certain other members of The Board;

- The Chief Commissioner through an appropriate appointment process, may appoint a Deputy Chief Commissioner, Assistant Chief Commissioners, Commissioners Wales and such Chairs of Wales Project Teams as may be appropriate. These Commissioners and Chairs are personal assistants of the Chief Commissioner, appointed to assist in carrying out the functions of the role;
- Through the Headquarters appointment process, the Chief Commissioner is responsible for recommending the appointment of Regional Commissioners and Area Commissioners in Wales. The Chief Commissioner is responsible, with Regional Commissioners (if appointed), for supporting Area Commissioners in providing Scouting for young people.

5.6 Meetings of the Council

5.6.1 The Annual General Meeting (AGM)

- (i) The Council shall meet at least once every year to receive reports, to elect Officers, and to authorise amendments to its own Constitution.
- (ii) The Council must hold an Annual General Meeting within nine months of the end of each financial year to:
 - Note the Annual Report of the Board of Trustees, including the annual statement of accounts;
 - Approve the Chief Commissioner's appointment of the Chair of the Board of Trustees as necessary;
 - Approve appointed members of the Board of Trustees as necessary;
 - Approve the appointment of a Treasurer as necessary;
 - Elect a Secretary (unless the Secretary is employed by ScoutsCymru);
 - Note the result of the elections for members to the Board of Trustees;
 - Appoint an auditor, or as required by Charity legislation;
 - Elect certain members of The Board and confirm their appointments;
 - Authorise any proposed amendments of the Constitution and/or note amendments to the Schedules of the Constitution;

5.6.2 Extraordinary General Meetings of the Council

An Extraordinary Meeting of The Council may be called at any time if requested by the Chief Commissioner, the Chair of the Board of Trustees or any fifteen members of The Council acting collectively.

5.6.3 Procedure at Meetings of the Council

- (i) At least twenty-one days' notice of all meetings of The Council shall be given to its members in such manner as The Council or the Board of Trustees may from time to time decide. The accidental omission to give notice to any member in the prescribed manner shall not invalidate the meeting.
- (ii) Subject to Clause (i), no business shall be transacted at any meeting of The Council unless twenty-one days prior notice has been sent to members. However, if any business is admitted to the meeting as urgent by the Chief Commissioner, or Chair of the Board of Trustees, two thirds of the members present may sanction its inclusion.
- (iii) The quorum for all meetings of The Council is 25% of its membership, which must include either a Chief Commissioner, or the Chair of the Board of Trustees.
- (iv) The procedure for Elections, Nominations, Postal Ballots and Results can be found in Schedule 5 - The Procedure for Nominations, Elections, Postal Ballots and Results.

6. The Board of Trustees of ScoutsCymru

6.1 The Board is the delegated strategic and operational decision-making body which carries out the business of ScoutsCymru and is responsible for ensuring good Governance.

- (i) The Board is responsible for the management of the affairs and administration of ScoutsCymru activities in accordance with the requirements of Charity legislation and POR. In particular, The Board must ensure that accounts are kept of the assets, credits and liabilities of ScoutsCymru, approve the annual budget and shall present an annual report and audited accounts to the Annual General Meeting of the Council.
- (ii) The Board also supports the Chief Commissioner in meeting the responsibilities of the role.
- (iii) The Board shall have the power to fill any vacancy on The Board until the next Annual General Meeting of The Council.
- (iv) The Chair of The Board is appointed by the Chief Commissioner and approved at the next Annual General Meeting of The Council.
- (v) The eligibility or otherwise of members to serve as Trustees is subject to the requirements of any prevailing legislation.
- (vi) All members are eligible to serve for the prescribed period (see Schedule 4 – Terms of Office).
- (vii) The Board may establish any committee that it deems necessary and delegate any of its powers to the committee as required. The Committee should include at least one Board member. At least half of the members of the committee should be members of the Scout Movement in Wales. The Chief Commissioner for Wales and the Chair of The Board have a right of attendance at any of the committees established by The Board (see Schedule 2 Volunteer Governance and Committee Structure). For Terms of Reference for all Committees see Schedules 6's.
- (viii) For the avoidance of doubt, any such committee or task and finish group of such committee shall remain responsible and accountable to the Board of ScoutsCymru.
- (ix) The Board will, from time to time, define which Scout Areas are deemed to be in North, Mid & West Wales, and South Wales for election purposes (see Schedule 7 - Definition of Collegiate Regions in Wales).

6.2 The Board consists of:

- (i) *Ex officio Members (Voting Trustees)*
 - The Chair;
 - The Treasurer;
 - The Chief Commissioner for Wales;
 - The Youth Commissioner for Wales;
- (ii) *Elected Members (Voting Trustees)*
 - Up to four members of the Scout Movement in Wales elected at the Annual General Meeting of The Council.
 - Up to four members of the Scout Movement in Wales between the ages of 18 and 24 elected at the Annual General Meeting of The Council;
 - Any proposal to change the maximum number of elected members must be the subject of a resolution by The Council;
 - The election of members shall be in accordance with Schedule 5.

- (iii) Appointed Members (*Voting Trustees*)
 - Following selection, up to four persons may be appointed at any time, by the Chair in consultation with the Chief Commissioner, to meet the skill requirements of The Board; their appointments must be approved at the next Annual General Meeting;
 - Persons appointed need not, at the time of their appointment, be Members or Associate Members of the Scout Association, provided always that those so appointed, accept to become at least Associate Members on their approval by the Council at the following Annual General Meeting.
- (iv) Co-opted Members (*Voting Trustees*)
 - The Board may co-opt members as required, *to meet the skills requirements of The Board*
 - The number of co-opted members and appointed members taken together must not exceed the number of elected members.
- (v) Invited Members (*Not Trustees, Non-voting*)
 - The President of ScoutsCymru;
 - Staff Members (As defined in Schedule 5);
 - The elected member from Wales to the Board of Trustees of The Scout Association.
 - Any other person deemed appropriate for The Board's current business may be invited at the Chair's discretion.
- (vi) Right of Attendance (*Not Trustees, Non-voting*)
 - Any Regional Commissioner, Area Commissioner or Area Chair may exercise a right of attendance at meetings of The Board on giving at least seven days' notice to the Secretary. They may also make a request, or be invited by the Chair, to address The Board on any relevant matter;
 - Any other member of ScoutsCymru has the right to attend meetings of The Board and put forward matters for discussion by The Board, without the right to speak or vote, on giving at least fourteen days' notice to the Secretary.

6.3 Appointments, Nominations and Approvals

- (i) The Chair of The Board
 - The Chair of The Board is appointed by the Chief Commissioner and approved at the Annual General Meeting of ScoutsCymru.
 - The Chair, in consultation with the Chief Commissioner, may appoint any member of The Board to be Vice Chair(s), subject to the approval of a majority of its members;
 - If a Vice Chair has not been appointed and the Chair of the Board is not available, the members present shall choose one of their number to be Chair of that meeting.
- (ii) The Treasurer
 - The Treasurer is appointed by the Board of Trustees and approved at the Annual General Meeting of The Council;
 - The Treasurer is responsible for the administration of the finances and accounts of ScoutsCymru and for advising The Board on financial and investment policy.
- (iii) The Secretary
 - The Secretary will normally be an employee of ScoutsCymru.
 - The Secretary will normally act in that capacity for both The Council and The Board. . Where the Secretary is employed by ScoutsCymru, attendance at meetings will be as an invited, non-voting Member and not as a Trustee.
 - Should ScoutsCymru not have any employees, a member of the Board will assume the role of Secretary, where attendance at meeting will be as a voting Member.

(iv) ScoutsCymru Advisers and Assessors

ScoutsCymru Advisers and Assessors are appointed by the Chief Commissioner in consultation with members of the appropriate team, as required. All appointments to be approved at the next meeting of The Board.

6.4 Meetings of the Board

- 6.4.1 The Board must meet on at least three occasions per year excluding the Annual General Meeting of The Council.
- 6.4.2 No person shall be eligible for election, appointment or co-option to The Board who is in the paid employment of ScoutsCymru.
- 6.4.3 The quorum for all meetings of The Board is one third of its membership, plus one (in line with current Charity Commission recommendations), which must include either the Chief Commissioner for Wales or The Chair of The Board. A simple majority of Trustees present must be members of the Scout Movement in Wales.
- 6.4.4 Decisions are made by a simple majority of votes of those present at the meeting. In the event of an equal number of votes being cast on either side in any issue, the Chair does not have a casting vote and the matter is taken not to have been carried.
- 6.4.5 The Chief Commissioner, in consultation with The Chair of The Board, shall be deemed to have full authority to act in the name of The Board between its ordinary meetings, subject to such directions as may be issued by The Board. (See Schedule 8 Limits of Authority).
- 6.4.6 All trustees are expected to attend all meetings of the Board and Committees of which they are members. Should a member miss three consecutive Board meetings, without due cause accepted by the Board, they will be deemed to have resigned.
- 6.4.7 The Board will notify The Council six months before the Annual General Meeting which elected positions will become vacant.

6.5 Extraordinary Meetings

An Extraordinary Meeting of the Board may be called at any time by the Chief Commissioner and the Chair and/or by three members of the Board.

6.6 Committees of the Board of Trustees

- 6.6.1 The Chairs and members of all Committees are appointed by The Board and each Committee must include one or more members of the Board.
- 6.6.2 If the Chair of the Committee is not available, the members of the Committee present shall choose one of their number to be Chair for that meeting.
- 6.6.3 Any Committee may co-opt additional members subject to the approval of the Board, but at least half of its members should be members of the Scout Movement in Wales.
- 6.6.4 The Chief Commissioner for Wales and the Chair of The Board have right of attendance of any Committee established by the Board.
- 6.6.5 Each Committee reports to the Board and makes recommendations, unless it has received authorisation by the Board to act executively. Committees must provide regular operational and financial reports to the Board.

- 6.6.6 The frequency of meetings of Committees will be agreed by the members of each Committee in line with its brief from the Board.
- 6.6.7 The Board may from time to time establish other committees/task and finish groups, which shall remain responsible and accountable to the Board. (See Schedules 6's Committee Terms of Reference).
- 6.7 Retirement or Cancellation of Membership of The Board of Trustees
- 6.7.1 All members of The Board retire at the Annual General Meeting after their term expires. (See Schedule 4 – Terms of Office.)
- 6.7.2 The Chair (notwithstanding the Terms of Office stated in Schedule 4) will be subject to review, following the appointment of a new Chief Commissioner.
- 6.7.3 Elected members of the Board between the ages of 18 and 24 years shall retire at the Annual General Meeting of the Council held in the third year after the year in which they were elected. They shall be eligible for re-election for up to a further and final period of three years. All 18-24 year old Trustees must retire at the Annual General Meeting following their 25th birthday.
- 6.7.4 Any member of the Board shall vacate office and immediately cease to be a member if:
- The member is disqualified from acting as a Trustee of a Charity by virtue of any Act of Parliament or Statutory Regulation currently in force;
 - The member ceases to hold the office or possess the necessary qualifications to be a member of The Board;
 - At a meeting of The Board, properly convened for the purpose, a majority of two thirds of the members present and voting resolve by ballot that an elected or appointed member should retire.
 - In the reasonable opinion of the Board, the member has brought or is likely to bring ScoutsCymru and/or The Scout Association into disrepute.
 - The member resigns by notice in writing.

7. Management of Assets

As a Registered Charity, ScoutsCymru is required to act strictly within the provisions of Charity legislation.

7.1. Finance

The Treasurer shall administer the finances and keep the accounts of ScoutsCymru under the direction of The Board and in accordance with the financial reporting regulations for charities and the rules of The Scout Association.

7.2. Property and Securities

- The Board shall have the delegated authority to purchase or acquire any property, rights or privileges and dispose of any property, rights or privileges, that are owned by ScoutsCymru;
- Any land, securities, monies or other properties requiring a documentary title, which may be owned or acquired by ScoutsCymru, shall be held in trust on its behalf by The Scout Association Trust Corporation. Any other monies, properties or securities owned or acquired by ScoutsCymru must be held in a proper account in the name of ScoutsCymru and administered by the Board or a person or persons authorised by The Board. (See Schedule 9 Management of Assets);
- The Training and Scout Centre's at Yr Hafod and Cornel are the responsibility of ScoutsCymru and are managed by their Management Committees. Trusteeship is vested in The Board

7.3. Disposal of Assets at Closure

If ScoutsCymru (known by this or any other name) ceases to exist as an organisation within the Scout Association, all resources, funds, land and property which it owns, or

which by virtue of POR, it does or may become entitled to, will, subject to law, pass automatically to The Scout Association which shall use or dispose of these assets at its absolute discretion.

8. Trustee Liability

Trustees shall be entitled to be indemnified in respect of the consequences of their lawful actions and/or omissions and decisions by the assets of the Trust. Trustee roles shall also be covered by the Trustee Indemnity Insurance arranged and administered by The Scout Association.

9. Amendments to The Constitution

- No alterations, additions or amendments to the Constitution shall be made, unless at least three months' notice, setting out the proposed alteration, addition or amendment, has been sent to all members of the Council;
- Any such alterations, additions or amendments to the Constitution, must be carried by a vote in favour by two thirds of the members present at the Annual General Meeting or a meeting of the Council called for that purpose.

10. Schedules to The Constitution

10.1. The Schedules to the Constitution shall have the purpose of clarifying any matter set out in the Constitution.

- (i) The Board shall have power to amend, correct, extend or replace the Schedules at any time, provided that:
 - No changes are made which would give rise to a conflict between the Schedules and the Constitution;
 - In any case of doubt or ambiguity the Schedules shall so far as possible, be interpreted to be consistent with the provisions of the Constitution and POR of The Scout Association;
 - Due and relevant consultation has taken place with the Regional and Area Commissioners.
- (ii) Changes to the Schedules shall have effect immediately following the passing of any relevant resolution by the Board, but they shall not be binding upon any person directly affected by any change until that person shall have received express notice of the making of the resolution.
- (iii) A revised copy of the Schedules shall be sent to members of The Council for noting at the next Annual General Meeting of The Council and:
 - The revised copy may incorporate all such changes as may have taken place whether or not made on a single occasion;
 - The Annual General Meeting of The Council shall not be required to ratify the revised Schedules;
 - The Schedules do not need to be sent to the Board of The Scout Association for approval